

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

October 18, 2002

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TN REGULATORY AUTHORITY  
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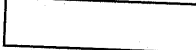
IN RE: *Petition of XO Tennessee, Inc. to Open* )  
*a Contested Case Proceeding to Monitor* )  
*Compliance with TRA Rules and Orders on* )  
*Directory Covers.* )

Docket No. 02-01106

**RESPONSE OF XO TENNESSEE, INC. IN SUPPORT OF MOTION TO OPEN A  
CONTESTED CASE PROCEEDING**

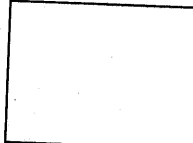
On October 2, 2002, XO Tennessee, Inc. ("XO") filed a petition requesting that the Tennessee Regulatory Authority open a contested case proceeding and appoint a Hearing Officer to monitor the implementation of the Authority's rules and orders on directory covers. In response, BellSouth Advertising & Publishing Co. ("BAPCO") has stated that it has offered XO and other carriers the opportunity to place the carrier's name and logo on the cover of BAPCO's directories and that the price of this "advertisement" would be based on the size of the market served by the directory.

Specifically, BAPCO has offered every carrier a space this size:

1"  
1/4" 

on the Nashville directory for an annual price of \$17,820. Moreover, BAPCO has said the name and logo can only be printed in black and white.

XO, on the other hand, believes that BAPCO should offer carriers the same terms and arrangements that BAPCO agreed to four years ago for the 1999 Nashville directory. The name and logo would be in color and the space would be this size:

1"  
3/4" 

(or a different shaped space covering the same area.)

The price should be based on BAPCO's costs and not on BAPCO's advertising rates. A copy of the 1999 Nashville directory cover is attached.

Although the parties have been trying to negotiate a settlement, they have not been successful and may not reach an agreement by November 1, 2002, BAPCO's publication deadline for the Nashville directory. Therefore, unless the Authority intervenes, XO and the other carriers may have no choice but to accept (or reject) BAPCO's terms. Because the terms are so unfavorable to CLECS it is unlikely any competing carriers will agree to them, thus defeating the Authority's purpose of using the directory covers to promote competition and to inform the public.

The Authority has previously held that BAPCO must offer terms and conditions to carriers that are "just and reasonable." If the parties cannot reach a settlement, the Authority, not BAPCO, should determine what those terms and conditions should be. Therefore XO asks that its Petition be granted.

Respectfully submitted,

By: 

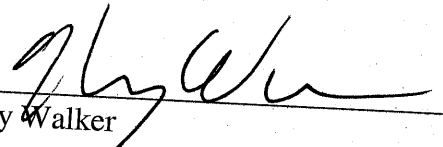
\* Henry Walker  
Boult, Cummings, Conners & Berry, PLC  
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Nashville, Tennessee 37219  
(615) 252-2363

## CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via fax or hand delivery and U.S. mail to the following on this the 15 day of October, 2002.

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Henry Walker

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